

JOSEPH SAVERI LAW FIRM, INC.

Joseph R. Saveri (admitted *pro hac vice*)
Joshua P. Davis (admitted *pro hac vice*)
Matthew S. Weiler (admitted *pro hac vice*)
Kevin E. Rayhill (admitted *pro hac vice*)
555 Montgomery Street, Suite 1210
San Francisco, California 94111
Phone: (415) 500-6800/Fax: (415) 395-9940
jsaveri@saverilawfirm.com
jdavis@saverilawfirm.com
mweiler@saverilawfirm.com
krayhill@saverilawfirm.com

*Co-Lead Counsel for the Classes and
Attorneys for Individual and Representative Plaintiffs
Cung Le, Nathan Quarry, Jon Fitch, Luis Javier Vazquez,
Brandon Vera, and Kyle Kingsbury*

[Additional counsel appear on signature page]

UNITED STATES DISTRICT COURT

DISTRICT OF NEVADA

Cung Le, Nathan Quarry, Jon Fitch, Brandon
Vera, Luis Javier Vazquez, and Kyle
Kingsbury on behalf of themselves and all
others similarly situated,

Plaintiffs,

vs.

Zuffa, LLC, d/b/a Ultimate Fighting
Championship and UFC,

Defendant.

Case No.: 2:15-cv-01045 RFB-(PAL)

**DECLARATION OF KEVIN E. RAYHILL
IN SUPPORT OF PLAINTIFFS'
MOTION TO CHALLENGE WORK
PRODUCT DESIGNATION**

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3 I, Kevin E. Rayhill, declare and state as follows:

4 1. I am an attorney at the Joseph Saveri Law Firm, Inc. ("JSLF"), Co-Lead Counsel for
5 the Classes and Attorneys for Individual and Representative Plaintiffs Cung Le, Nathan Quarry, Jon
6 Fitch, Luis Javier Vazquez, Brandon Vera, and Kyle Kingsbury in the above-captioned matter. I am a
7 member in good standing of the State Bar of California, and have been admitted to this Court *pro hac*
8 *vice*. I am over 18 years of age and have personal knowledge of the facts stated in this Declaration. If
9 called as a witness, I could and would testify competently to them.

10 2. I make this declaration in support of Plaintiffs' motion to challenge Defendant's
11 designation of work product protection with respect to three certain documents. Defendant
12 produced the documents in the course of discovery. On August 19, 2016, Defendant sent Plaintiffs a
13 letter claiming the documents were protected under the work product doctrine and purporting to
14 claw the documents back.

15 3. Attached hereto as Exhibit 1 is a publicly filed placeholder for the first challenged
16 document with the Bates stamp ZFL-1824837, referred to in Plaintiffs' motion as the "Mercer
17 Memo." This document was lodged with the Court under seal earlier today.

18 4. Attached hereto as Exhibit 2 is a publicly filed placeholder for the second challenged
19 document with the Bates stamp ZFL-1824835, referred to in Plaintiffs' motion as the "Email." This
20 document was lodged with the Court under seal earlier today.

21 5. Attached hereto as Exhibit 3 is a publicly filed placeholder for the third challenged
22 document with the Bates stamp ZFL-0557588, referred to in Plaintiffs' motion as the "Mercer
23 Presentation." This document was lodged with the Court under seal earlier today.

24 6. Attached hereto as Exhibit 4 is a true and correct copy of a letter sent by Defendant's
25 counsel Stacey Grigsby to Plaintiffs on August 19, 2016.

26 7. Attached hereto as Exhibit 5 is a publicly filed placeholder for a document with the
27 Bates stamp ZFL-1007379, consisting of a letter from Cathy Shepard to Lorenzo Fertitta, dated
28 August 8, 2013 and with the subject line "Statement of Work ('SOW') - Fighter Pay Program

1 Review and Design.” This document was lodged with the Court under seal earlier today.

2 8. Attached hereto as Exhibit 6 is a true and correct copy of Plaintiffs’ First Requests
3 for Production of Documents to Defendant

4 9. Attached hereto as Exhibit 7 is a publicly filed placeholder for Plaintiffs’ Notice Of
5 Deposition Of Defendant Zuffa, LLC Pursuant To Federal Rule Of Civil Procedure 30(b)(6). This
6 document contains a reference to the content of the challenged documents. This document was
7 lodged with the Court under seal earlier today.

8 10. Attached hereto as Exhibit 8 is a true and correct copy of an email from Plaintiffs’
9 counsel Patrick Madden notifying Defendant of Plaintiffs’ intent to serve a subpoena *duces tecum* on
10 Mercer (US) Inc.

11 11. Attached hereto as Exhibit 9 is a publicly filed placeholder for Plaintiffs’ Second
12 Requests for Production of Documents to Defendant. This document contains a reference to the
13 content of the challenged documents. This document was lodged with the Court under seal earlier
14 today.

15 12. Attached hereto as Exhibit 10 is a true and correct copy of Plaintiffs’ letter notifying
16 Defendant of their intent to challenge Defendant’s assertion of work product protection over the
17 three documents attached hereto as Exhibits 1, 2 and 3.

18 13. On August 31, 2016, I visited the website of Marsh & McLennan Companies, Inc. at
19 http://news-investors.mmc.com/phoenix.zhtml?c=113872&p=irol-investors#ann_reports and
20 downloaded a copy of the 2014 Marsh & McLennan Companies Annual Report, a true and correct
21 copy of which is attached hereto as Exhibit 11.

22 14. On August 31, 2016, I visited the website of Mercer (US) Inc., accessible at
23 [https://www.imercer.com/uploads/common/HTML/LandingPages/compensation-salary-](https://www.imercer.com/uploads/common/HTML/LandingPages/compensation-salary-planning/solutions.html?WT.mc_id=A000160&WT.srch=1&utm_campaign=CompLocal&utm_medium=Search&utm_term=sales&gclid=Cj0KEQjwgJq-BRCFqcLW8_DU9agBEiQAz8Koh3g5PdKpMmD40X-oORJU67L0iDvmU2uRtT7QzjCho2oaAhV-8P8HAQ)
24 [planning/solutions.html?WT.mc_id=A000160&WT.srch=1&utm_campaign=CompLocal&utm_m](https://www.imercer.com/uploads/common/HTML/LandingPages/compensation-salary-planning/solutions.html?WT.mc_id=A000160&WT.srch=1&utm_campaign=CompLocal&utm_medium=Search&utm_term=sales&gclid=Cj0KEQjwgJq-BRCFqcLW8_DU9agBEiQAz8Koh3g5PdKpMmD40X-oORJU67L0iDvmU2uRtT7QzjCho2oaAhV-8P8HAQ)
25 [edium=Search&utm_term=sales&gclid=Cj0KEQjwgJq-](https://www.imercer.com/uploads/common/HTML/LandingPages/compensation-salary-planning/solutions.html?WT.mc_id=A000160&WT.srch=1&utm_campaign=CompLocal&utm_medium=Search&utm_term=sales&gclid=Cj0KEQjwgJq-BRCFqcLW8_DU9agBEiQAz8Koh3g5PdKpMmD40X-oORJU67L0iDvmU2uRtT7QzjCho2oaAhV-8P8HAQ)
26 [BRCFqcLW8_DU9agBEiQAz8Koh3g5PdKpMmD40X-](https://www.imercer.com/uploads/common/HTML/LandingPages/compensation-salary-planning/solutions.html?WT.mc_id=A000160&WT.srch=1&utm_campaign=CompLocal&utm_medium=Search&utm_term=sales&gclid=Cj0KEQjwgJq-BRCFqcLW8_DU9agBEiQAz8Koh3g5PdKpMmD40X-oORJU67L0iDvmU2uRtT7QzjCho2oaAhV-8P8HAQ)
27 [oORJU67L0iDvmU2uRtT7QzjCho2oaAhV-8P8HAQ](https://www.imercer.com/uploads/common/HTML/LandingPages/compensation-salary-planning/solutions.html?WT.mc_id=A000160&WT.srch=1&utm_campaign=CompLocal&utm_medium=Search&utm_term=sales&gclid=Cj0KEQjwgJq-BRCFqcLW8_DU9agBEiQAz8Koh3g5PdKpMmD40X-oORJU67L0iDvmU2uRtT7QzjCho2oaAhV-8P8HAQ). A true and correct copy of this webpage is
28 attached hereto as Exhibit 12.

1 I declare under penalty of perjury that the foregoing is true and correct and this Declaration
2 is executed at San Francisco, California on August 31, 2016.

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4 By: /s/ Kevin E. Rayhill
Kevin E. Rayhill
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CERTIFICATE OF SERVICE

I hereby certify that on this 31st day of August, 2016 a true and correct copy of
**DECLARATION OF KEVIN E. RAYHILL IN SUPPORT OF PLAINTIFFS' MOTION TO
CHALLENGE ZUFFA'S PRIVILEGE DESIGNATION** was served via the United States
District Court CM/ECF system on all parties or persons requiring notice.

By: /s/ Kevin E. Rayhill